This summary aims to give you an overview of the information contained in this prospectus. As it is a summary, it does not contain all the information that may be important to you. You should read the whole document before you decide to invest in our H Shares.

There are risks associated with any investment. Some of the particular risks in investing in our H Shares are set forth in the section entitled "Risk Factors" in this prospectus. You should read that section carefully before you decide to invest in our H Shares.

OVERVIEW

We are a leading China-based construction machinery manufacturer providing diversified products, including concrete machinery, crane machinery and environmental and sanitation machinery, with a presence in Asia, Europe and other regions. Since our listing on SZSE on October 12, 2000, we have experienced significant growth benefiting from China's ongoing urbanization. During the Track Record Period, our consolidated turnover increased from RMB8,973 million in 2007 to RMB20,762 million in 2009, representing a CAGR of approximately 52.1%. Our profit for the year increased from RMB1,437 million in 2007 to RMB2,419 million in 2009, representing a CAGR of approximately 29.7%. For the six months ended June 30, 2010, our consolidated turnover and profit for the period amounted to RMB16,089 million and RMB2,163 million, respectively.

Our Product Offerings and Market Position

We have one of the most diversified and comprehensive product offerings in China's construction machinery industry. We currently offer more than 640 models of machinery and equipment covering 83 different product types across 13 product lines, which include concrete machinery, crane machinery, environmental and sanitation machinery, road construction and pile foundation machinery, earth working machinery and material handling machinery and systems. Our diversified and comprehensive product offerings position us well to take advantage of the future development of the domestic and overseas construction machinery markets. Moreover, we enjoy a leading market position across all of our core product lines in China, including concrete machinery, crane machinery and environmental and sanitation machinery. According to CCMA, we were the:

- Second largest construction machinery manufacturer in China in terms of annual turnover in 2009; and
- The tenth largest construction machinery manufacturer in the world in terms of annual turnover in 2009.

Furthermore, according to CCMA, among all China-based construction machinery manufacturers, we ranked:

- First in medium- to large-capacity tower cranes in terms of turnover in 2009;
- Second in truck-mounted and trailer-mounted concrete pumps (excluding our CIFA line of products) and truck cranes in terms of unit sales volume in 2009; and
- Fourth in crawler cranes in terms of unit sales volume in 2009.

In addition, according to Liaoning Yitong, we have been the largest environmental and sanitation machinery manufacturer in China since 2007 in terms of annual unit sales volume. Turnover generated from sales of environmental and sanitation machinery accounted for 6.3%, 6.4%, 5.9% and 4.4% of our consolidated turnover in 2007, 2008, 2009 and the six months ended June 30, 2010, respectively.

Our acquisition of CIFA in 2008 also helped to position us to become a global leading concrete machinery manufacturer by strategically combining our leading market position in the large and fast-growing construction machinery market in China with CIFA's overseas operational and technological capabilities and extensive distribution and service network in Europe.

The table below sets forth the breakdown of our consolidated turnover by our major product lines, and each expressed as a percentage of our consolidated turnover, for the periods indicated:

	Year Ended December 31,						Six Months Ended June 30,		Nine Months Ended September 30,	
	2007		2008		2009		2010			
	RMB	%	RMB	%	RMB	%	RMB	%	RMB(1)	%
	(in millions, except for percentages)									
Concrete machinery	3,509	39.1	4,682	34.6	7,157	34.5	7,037	43.7	10,744	45.0
Crane machinery	4,206	46.9	6,237	46.0	8,298	40.0	5,910	36.7	8,203	34.3
Environmental and sanitation machinery	564	6.3	871	6.4	1,230	5.9	710	4.4	1,251	5.2
Road construction and pile foundation machinery	487	5.4	610	4.5	787	3.8	539	3.4	880	3.7
Earth working machinery	—	—	116	0.9	445	2.1	450	2.8	652	2.7
Material handling machinery and systems	—	—	261	1.9	873	4.2	281	1.7	359	1.5
Other machinery products	193	2.1	635	4.7	1,575	7.6	808	5.1	1,159	4.9
Finance income under finance lease	14	0.2	136	1.0	397	1.9	354	2.2	653	2.7
Total	**8,973**	**100.0**	**13,548**	**100.0**	**20,762**	**100.0**	**16,089**	**100.0**	**23,901**	**100.0**

Note:

(1) The financial data for the nine months ended September 30, 2010 is based on unaudited IFRS interim financial statements reviewed by the reporting accountants, as set out in Appendix II to this prospectus.

Our Manufacturing Capabilities

We currently own and operate eight industrial parks located in Hunan Province, Shaanxi Province and Shanghai Municipality, China and one located in Senago, Italy. These industrial parks include Guanxi Industrial Park, Lugu Industrial Park, Huayin Industrial Park, Quantang Industrial Park, Maqiaohe Industrial Park, Yuanjiang Industrial Park, Zoomlion Industrial Park, Songjiang Industrial Park and CIFA Industrial Park. In addition, we have an industrial park under construction in Weinan, Shaanxi Province, with a gross floor area of approximately 1,120,000 square meters to manufacture and assemble excavators with a planned annual production capacity of 20,000 units. We expect phase one of our industrial park at Weinan to be completed and commence production by the end of 2010, and phase two to be completed and commence production by the end of 2012. We have another industrial park under construction in Hanshou, Hunan Province, with a gross floor area of approximately 260,960 square meters to manufacture and assemble concrete mixing plants and special vehicles with a planned annual production capacity of 11,800 special vehicles and 1,500 concrete mixing plants. We expect our industrial park at Hanshou to be completed by mid-2011 and commence production of concrete mixing plants and special vehicles by the end of 2011. We have already obtained all necessary land use right certificates for these two industrial parks. These specialized industrial parks allow us to manufacture and assemble different products in order to increase efficiency and enhance product quality.

Our large-scale operations enable us to achieve cost-effective manufacturing and maintain a reliable and high-quality supply chain. Our stringent quality control system ensures the high quality of our products, which is evidenced by various domestic and international certifications for our product quality, including the China Compulsory Certifications for product quality and safety from the China Quality Certification Center and the CE Certification for product quality from TüV Rheinland and TüV SüD, independent certification institutions based in Germany.

Our Brands and Distribution Network

We market our products globally under our “Zoomlion” and “CIFA” brand names, each of which has strong customer recognition and loyalty because of the track-record of high quality and performance of the products sold under those two brands. Two of our trademarks were recognized as “Well-Known Trademarks” (馳名商標) nationwide. Our trademark “中联”, the Chinese characters for Zoomlion, was recognized as a “Well-Known Trademark” nationwide by the Trademark Office of the State Administration for Industry and Commerce of the PRC, and our trademark “Zoomlion” was recognized as a “Well-Known Trademark” nationwide in a judgment by the Intermediate People’s Court of Zhuzhou, Hunan Province on January 13, 2009, relating to a lawsuit which we initiated to protect our trademark from infringement by a third party. This court decision is final as the defendant did not appeal to a higher court. Under the PRC laws, courts have the authority to recognize a “Well-Known Trademark” in an infringement claim on a case-by-case basis. Similarly, our “CIFA” brand has enjoyed strong brand recognition in Europe and globally through over 80 years of operational history and is associated with the introduction of the first truck-mounted concrete mixer pumps in the world.

Both our Zoomlion line and CIFA line of products are sold through an extensive distribution network in China which, as of September 30, 2010, consisted of 548 outlets owned and operated by us, as well as 410 outlets owned and operated by third-party dealers, 524 service centers and 309 components depots owned and operated by us and 339 service centers and 223 components depots owned and operated by third-party dealers, which are located in more than 300 cities covering all provinces and autonomous regions in China. Our third-party dealers in China operated a total of 39, 115, 279 and 408 outlets as of December 31, 2007, 2008 and 2009 and June 30, 2010, respectively. We also sell our products to over 70 different countries through an established and extensive overseas distribution network which, as of September 30, 2010, consisted of 31 outlets, 14 service centers and 15 parts and components depots owned and operated by us, as well as 190 outlets, 180 service centers and 139 parts and components depots owned and operated by our 88 third-party dealers.

Our Overseas Operations

We are one of the few construction machinery manufacturers headquartered in China that have established a presence in overseas markets, as evidenced by our strong overseas distribution and service network as described in the paragraph above. In addition, prior to the global financial crisis, which negatively impacted the demand of our products in the overseas markets in 2009, we were able to generate more than 20% of our total turnover from sales to end-users in overseas countries and regions in 2008. In 2007, 2008 and 2009 and the six months ended June 30, 2010, sales to end-users in overseas markets, which include direct sales made outside of the PRC as well as sales to overseas end-users through our third-party dealers in the PRC, amounted to RMB757 million, RMB2,768 million, RMB2,615 million and RMB923 million, respectively, and accounted for 8.4%, 20.4%, 12.6% and 5.7% of our consolidated turnover for the respective periods. In the same periods, direct sales made outside the PRC alone amounted to nil, RMB531 million, RMB1,769 million and RMB784 million, respectively, which accounted for nil, 3.9%, 8.5% and 4.9% of our consolidated turnover for the respective periods.

Our Research and Development Capabilities

We have established a global research and development platform with facilities in China and Italy. We are a leading participant in the establishment of national and industry standards for construction machinery in China. We have contributed to the establishment of over 180 national and industry standards that are currently in effect, including the first industry standard for truck-mounted concrete pumps in China and the industry standard for chassis specially designed for truck cranes. In addition, our technology center has been jointly accredited as a national technology enterprise center by the NDRC, the Ministry of Finance, the General Administration of Customs and the State Administration of Taxation since 2005. We also own and operate the National Key Laboratory on Key Technologies for Construction Machinery, the only national key laboratory in China's construction machinery industry, as well as the National Engineering Technology Research and Development Center for Concrete Machinery, the only national concrete machinery engineering technology research and development center in the construction machinery industry. As of October 31, 2010, we had been granted 327 patents in China and have applied for over 20 new patents every year since 2002. In 2007, 2008, 2009 and the six months ended June 30, 2010, we recorded research and development expenses of RMB83 million, RMB120 million, RMB194 million and RMB116 million, respectively.

Our Acquisition of CIFA

On June 20, 2008, Magenta SGR S.p.A., Fadorè S.àr.l., Intesa Sanpaolo S.p.A., Immobiliare BA.STE.DO. S.r.l., Immobiliare Duemila S.r.l., Immobiliare Novanta S.r.l., Pasquale Di Iorio, Simone Rafael Emdin and Maurizio Ferrari, as the sellers, and Hony Capital Fund III, L.P., Mandarin Capital Partners, and GS Hony Holdings I Ltd. and our Company, as the buyers, entered into the Sale and Purchase Agreement relating to 100% of the issued and fully paid-in share capital and voting rights of CIFA, a concrete machinery manufacturer based in Italy, for a total purchase price of EUR271 million, of which our

Company has contributed EUR162.6 million. We currently hold 59.3% of equity interest in CIFA. The purchase price was determined by the parties after arm's length negotiation and on a fair and reasonable basis with reference to a combination of factors including (i) the industry environment in which CIFA operates; (ii) the business operations of CIFA; (iii) the financial results of CIFA; (iv) industry comparables, and (v) commonly accepted valuation methods of enterprises operating in the construction machinery industry, which resulted in a goodwill of RMB1,816 million to our Group. The goodwill is the difference between the purchase price and the fair value of identifiable assets acquired and liabilities assumed, based on a valuation performed by an independent appraiser, and relates to the assembled workforce of CIFA and the synergies expected to be achieved from integrating CIFA's concrete machinery business with our existing business. In September 2008, a shareholders' agreement was entered into among the Company, Hony Capital Fund III, L.P., Mandarin Capital Partners and GS Hony Holdings I Ltd. (the "**Co-Investors**") to govern their rights and obligations as shareholders of ZoomlionCifa (Hong Kong). Such agreement was subsequently amended to include the five management shareholders of CIFA upon completion of their investment in ZoomlionCifa (Hong Kong) in June 2009. The shareholders' agreement contains customary minority shareholders' rights such as nomination rights, reserved matters protection rights, pre-emptive rights, tag-along rights, drag-along rights and anti-dilution rights. Save as disclosed above, there is currently no arrangement in respect of the purchase of shares in ZoomlionCifa (Hong Kong) held by the Co-Investors. The acquisition of CIFA enabled us to take advantage of CIFA's extensive distribution and service network in Europe, strong research and development capabilities and proprietary technologies, and become a leading concrete machinery manufacturer in the world.

Our Finance Lease Services and Liquidity Management

Although our turnover and profits from operations increased during the Track Record Period, we recorded negative net operating cash flow in 2008, 2009 and the six months ended June 30, 2010. This is primarily because since 2008, sales of our products through finance lease services as a percentage of our consolidated turnover has been increasing. In 2007, 2008, 2009 and the six months ended June 30, 2010, sales of our products through finance lease services amounted to RMB381 million, RMB2,068 million, RMB7,463 million and RMB5,407 million, respectively, which accounted for 4.3%, 15.4%, 36.6% and 34.4% of turnover from sales of our products in the respective periods. We factored a portion of our receivables under finance lease to banks starting from 2008. In 2008, 2009 and the six months ended June 30, 2010, we obtained net cash of RMB971 million, RMB3,501 million and RMB2,822 million, respectively, through factoring of receivables under finance lease, which, together with cash obtained from bank borrowings and the non-public offering of our A Shares, generated sufficient cash flow for our normal operations and capital commitments.

Our finance lease services have been one of the reasons for our negative operating cash flow in 2008, 2009 and the six months ended June 30, 2010, and may expose us to additional risks and uncertainties. For a detailed description of the risks associated with finance lease services, please see "Risk Factors — Risks Related to Our Company — We provide our customers with various payment options, including credit sales, installment payments, financial guarantees and finance lease services, which expose us to additional risks and uncertainties." and "— We recorded negative operating cash flow in 2008, 2009 and the six months ended June 30, 2010, as our sales of machinery products through finance lease services increased significantly. There can be no assurance that we will record positive operating cash flow in the future." However, our stringent risk management system for finance lease services and our ability to factor receivables under finance lease will help to reduce our exposure to such risks and uncertainties. We have a risk control committee to control and oversee the risks associated with our finance lease services. Our risk control committee is chaired by Mr. Wan Jun, the general manager of Zoomlion Finance Leasing (China) and currently consists of 15 members. We will continue to strictly implement our risk management policies and measures in place, including pre-lease investigation, lease approval procedures, lease payment collection and management as well as repossession and subsequent sale of repossessed machinery and forfeiture of related customer deposits in case of customer default. We will constantly update our risk management policies based on stringent risk management principles, performance of our underlying business, applicable laws and regulations, and prevailing market conditions. For a detailed discussion regarding the regulatory regime for the financial lease industry in China, see "Regulatory Overview — Regulations as to Finance Lease Industry."

Going forward, we plan to prudently manage the growth of our finance lease services, which is expected to be in proportion with the growth of the underlying business, and we also expect the sales of our products through finance lease services as a percentage of our consolidated turnover to remain stable. We plan to continue to factor our receivables under finance lease to banks in the normal course of our business, subject to terms offered by banks and our working capital needs. If we are able to negotiate with banks for factoring terms that meet the conditions for de-recognition of financial assets, the cash proceeds will be presented as cash flow from operating activities. In addition, we aim to take measures to speed up collection of credit sales and installment sales accounts receivable such that our operating cash flow will be further improved to fund our operations and future capital commitments. We plan to increase the proportion of upfront payments in future sales contracts, assign designated staff members to closely monitor and collect payments overdue for more than 90 days, including initiating necessary legal proceedings to collect such overdue debts, and strengthen our year-end payment collection measures.

The following table sets forth the breakdown of turnover from sales of our products by different payment options, and each expressed as a percentage of turnover from sales of our products, for the periods indicated:

	Year Ended December 31,						**Six Months Ended June 30,**		**Nine Months Ended September 30,**	
	2007		**2008**		**2009**		**2010**			
	RMB	**%**	**RMB**	**%**	**RMB**	**%**	**RMB**	**%**	**RMB**	**%**
	(in millions, except for percentages)									
Credit payment	3,934	43.9	6,394	47.7	6,896	33.9	5,395	34.3	7,504	32.3
Installment payment	2,256	25.2	2,215	16.5	2,666	13.1	2,329	14.8	3,555	15.3
Sales under financial guarantee arrangement	2,388	26.6	2,735	20.4	3,340	16.4	2,604	16.5	4,635	19.9
Sales under finance lease arrangement[1]	381	4.3	2,068	15.4	7,463	36.6	5,407	34.4	7,554	32.5
Total	**8,959**	**100.0**	**13,412**	**100.0**	**20,365**	**100.0**	**15,735**	**100.0**	**23,248**	**100.0**

Note:

(1) The interest income from finance lease service is not included in the above table as such income is not directly derived from product sales under the finance lease payment option. For the years ended December 31, 2007, 2008 and 2009 and the six months ended June 30, 2010, our Group's interest income under finance lease amounted to RMB14 million, RMB136 million, RMB397 million and RMB354 million, respectively. For the nine months ended September 30, 2010, our Group's interest income under finance lease amounted to RMB653 million.

COMPETITIVE STRENGTHS

- Leading China-based construction machinery manufacturer with an established presence in Asia, Europe and other regions and strong brand recognition.
- Comprehensive product and service offerings and systematic solutions to capitalize on various aspects of China's urbanization and infrastructure sector.
- Leading developer and setter of industry standards in China with innovation capabilities to capture potential market opportunities.
- Highly competitive cost structure and product quality control system.
- Extensive and effective distribution and service network providing value-added services.
- Proven ability to acquire and integrate strategic targets to augment our growth.
- Experienced management team with proven track record and strong corporate governance.

BUSINESS STRATEGIES

- Solidify and strengthen our leading market position in China.
- Strategically expand our global presence in diverse overseas markets.
- Enhance our global research and development platform and efforts.
- Continue to broaden our product offerings and strengthen our manufacturing capabilities.
- Prudently manage the expansion of our finance lease services.

SUMMARY HISTORICAL FINANCIAL INFORMATION

The following summary historical consolidated statement of comprehensive income data for the years ended December 31, 2007, 2008 and 2009, and the six-month periods ended June 30, 2009 and 2010 and the summary historical consolidated balance sheet data as of December 31, 2007, 2008 and 2009, and June 30, 2010 set forth below have been derived from our consolidated financial statements set forth in the Accountants' Report included in Appendix I to this prospectus. You should read the summary historical financial information below in conjunction with our consolidated financial statements included in Appendix I—"Accountants' Report." Our consolidated financial statements have been prepared in accordance with IFRS.

Summary Historical Consolidated Statement of Comprehensive Income Data

	Year Ended December 31,						Six Months Ended June 30,			
	2007		2008		2009		2009		2010	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
							(unaudited)			
	(in millions, except for percentages and earning per share data)									
Turnover	**8,973**	**100.0**	**13,548**	**100.0**	**20,762**	**100.0**	**9,227**	**100.0**	**16,089**	**100.0**
Cost of sales and services	(6,405)	(71.4)	(9,842)	(72.6)	(15,422)	(74.3)	(6,850)	(74.2)	(11,438)	(71.1)
Gross profit	**2,568**	**28.6**	**3,706**	**27.4**	**5,340**	**25.7**	**2,377**	**25.8**	**4,651**	**28.9**
Other revenues and net income	19	0.2	142	1.0	105	0.5	28	0.3	6	—
Sales and marketing expenses	(691)	(7.7)	(959)	(7.1)	(1,250)	(6.0)	(439)	(4.8)	(986)	(6.1)
General and administrative expenses	(400)	(4.5)	(734)	(5.4)	(878)	(4.2)	(420)	(4.6)	(852)	(5.3)
Research and development expenses	(83)	(0.9)	(120)	(0.9)	(194)	(0.9)	(82)	(0.9)	(116)	(0.7)
Profit from operations	**1,413**	**15.7**	**2,035**	**15.0**	**3,123**	**15.0**	**1,464**	**15.9**	**2,703**	**16.8**
Gain on disposal of lease prepayments	106	1.2	—	—	—	—	—	—	—	—
Gain/(loss) on disposal of subsidiaries and associates	12	0.1	3	—	(6)	—	—	—	—	—
Net finance cost	(60)	(0.7)	(301)	(2.2)	(295)	(1.4)	(174)	(1.9)	(150)	(0.9)
Share of profits less losses of associates	—	—	7	—	6	—	—	—	5	—
Profit before taxation	**1,471**	**16.4**	**1,744**	**12.9**	**2,828**	**13.6**	**1,290**	**14.0**	**2,558**	**15.9**
Income tax	(34)	(0.4)	(191)	(1.4)	(409)	(2.0)	(189)	(2.1)	(395)	(2.5)
Profit for the year/period	**1,437**	**16.0**	**1,553**	**11.5**	**2,419**	**11.7**	**1,101**	**11.9**	**2,163**	**13.4**
Other comprehensive income for the year/period (after tax)										
Change in fair value of available-for-sale equity securities	4	—	(6)	—	3	—	3	—	(2)	—
Others	—	—	—	—	—	—	—	—	10	0.1
Exchange differences on translation of financial statements of subsidiaries outside of PRC	—	—	(34)	(0.3)	44	0.2	6	0.1	(183)	(1.1)
Total other comprehensive income for the year/period	**4**	**—**	**(40)**	**(0.3)**	**47**	**0.2**	**9**	**0.1**	**(175)**	**(1.1)**
Total comprehensive income for the year/period	**1,441**	**16.1**	**1,513**	**11.2**	**2,466**	**11.9**	**1,110**	**12.0**	**1,988**	**12.4**
Profit attributable to:										
Equity shareholders of the Company	1,439		1,544		2,447		1,136		2,202	
Non-controlling interests	(2)		9		(28)		(35)		(39)	
Total comprehensive income attributable to:										
Equity shareholders of the Company	1,443		1,518		2,497		1,148		1,996	
Non-controlling interests	(2)		(5)		(31)		(38)		(8)	
Basic and diluted earnings per share	**0.34**		**0.37**		**0.59**		**0.27**		**0.46**	

Summary Historical Consolidated Balance Sheet Data

	As of December 31,			As of June 30,
	2007	2008	2009	2010
	RMB (in millions)			
Assets				
Non-current assets	2,361	9,185	13,861	17,763
Current assets	6,172	14,037	20,014	31,378
Total assets	**8,533**	**23,222**	**33,875**	**49,141**
Liabilities and equity				
Current liabilities	4,445	13,224	19,468	23,440
Non-current liabilities	337	4,787	6,855	11,184
Total liabilities	4,782	18,011	26,323	34,624
Total equity	3,751	5,211	7,552	14,517
Total liabilities and equity	**8,533**	**23,222**	**33,875**	**49,141**

PROFIT FORECAST FOR THE YEAR ENDING DECEMBER 31, 2010

All statistics in this table are based on the assumptions that the Over-allotment Option is not exercised.

Forecast consolidated profit attributable to equity shareholders of the Company(1)	RMB4,300 million
Unaudited pro forma forecast earnings per Share(2)	RMB0.75
Unaudited weighted average forecast earnings per Share(3)	RMB0.88

Notes:

(1) The bases and assumptions on which the above profit forecast has been prepared are summarized in Appendix IV to this Prospectus.

(2) The calculation of unaudited pro forma forecast earnings per Share in accordance with Listing Rules 4.29(8) is based on the forecast consolidated profit attributable to equity shareholders of our Company for the year ending December 31, 2010, and a weighted average of 5,725,792,065 Shares assumed to be issued and outstanding during the year ending December 31, 2010. The calculation of the weighted average number of Shares has taken into account the 1,673,100,000 Shares issued and outstanding as of December 31, 2009, the 297,954,705 Shares issued on February 5, 2010 upon completion of Non-public Offering of A Shares, the stock split in the form of bonus shares on the basis of 1.5 Shares for every outstanding ordinary Share announced on July 22, 2010, and the 869,582,800 H Shares to be issued pursuant to the Global Offering as if the Global Offering had been completed on January 1, 2010. No account has been taken of the Shares which may be allotted and issued upon the exercise of the Over-allotment Option.

(3) The calculation of unaudited forecast earnings per Share on a weighted average basis in accordance with International Accounting Standard 33 is based on the forecast consolidated profit attributable to equity shareholders of our Company for the year ending December 31, 2010, and a weighted average of 4,877,651,032 Shares issued and outstanding during the year ending December 31, 2010. The calculation of the weighted average number of Shares has taken into account the 1,673,100,000 Shares issued and outstanding as of December 31, 2009, the 297,954,705 Shares issued upon completion of Non-public Offering of A Shares, the stock split in the form of bonus shares on the basis of 1.5 Shares for every outstanding ordinary Share announced on July 22, 2010, and the 869,582,800 H Shares to be issued pursuant to the Global Offering on December 23, 2010.

The profit forecast is prepared on a basis consistent in all material respects with the accounting policies currently adopted by us as set out in the Accountants' Report dated December 13, 2010 (the text of which is set out in Appendix I—"Accountants' Report" to this prospectus).

OFFER STATISTICS

All statistics in this table are based on the assumptions that the Over-allotment Option is not exercised.

	Based on an Offer Price of HK$13.98 per H Share	Based on an Offer Price of HK$18.98 per H Share
Market capitalization of H Shares(1)	HK$13,372 million	HK$18,155 million
Prospective price/earnings multiple		
(a) Pro forma basis(2)	15.9 times	21.7 times
(b) Weighted average basis(3)	13.6 times	18.4 times
Pro forma adjusted net tangible asset value per H Share(4)	HK$4.32	HK$5.04

Notes:

(1) The calculation of market capitalization is based on 956,541,080 H Shares (including 869,582,800 H Shares to be issued in the Global Offering and 86,958,280 H Shares to be converted from A Shares and transferred to the NSSF) that are expected to be outstanding immediately after the Global Offering.

(2) The calculation of the prospective price/earnings multiple on a pro forma basis is based on the forecast earnings per Share on a pro forma basis at the respective Offer Prices of HK$13.98 per H Share and HK$18.98 per H Share.

(3) The calculation of the prospective price/earnings multiple on a weighted average basis is based on the forecast earnings per Share on a weighted average basis at the respective Offer Prices of HK$13.98 per H Share and HK$18.98 per H Share.

(4) The pro forma adjusted net tangible asset value per H Share is arrived at after the adjustments referred to in the section headed "Financial Information—Unaudited Pro Forma Adjusted Consolidated Net Tangible Assets" of this prospectus.

DIVIDEND AND DIVIDEND POLICY

Our Board of Directors will declare dividends, if any, in Renminbi with respect to A Shares and H Shares on a per share basis and will pay such dividends in Renminbi; however, we will pay the dividends in cash to the holders of H Shares in Hong Kong dollars. Any final dividends distribution shall be subject to the Shareholders' approval. The declaration of dividends is subject to the discretion of our Board of Directors. Our Board of Directors will take into account factors including the following:

- general business conditions;
- our financial condition and results of operations;
- capital requirements;
- future prospects;
- statutory and regulatory restrictions;
- contractual obligations and availability of cash resources;
- our Shareholders' interests; and
- other factors our Board of Directors may deem relevant.

We may only distribute dividends out of our after-tax profit, as determined under PRC GAAP or IFRS, whichever is lower, only after we have made allowance for the following:

- recovery of accumulated losses, if any;

- allocations to the statutory surplus reserve equivalent to 10% of our after-tax profit, until the accumulative amount of such reserve reaches 50% of our registered capital; and
- allocations, if any, to a discretionary surplus reserve that are approved by the Shareholders in a Shareholders' meeting.

Any distributable after-tax profits that are not distributed as dividend in a given year are retained and available for distribution in subsequent years. However, ordinarily we will not pay any dividends in a year in which we do not have any distributable after-tax profit. Our Shareholders approved at the extraordinary general meeting on July 22, 2010 a stock split in the form of bonus shares on the basis of 1.5 ordinary shares for every outstanding ordinary share. The total number of ordinary shares issued was 2,957 million. The par value of new ordinary shares issued of RMB2,957 million was charged against retained earnings. In addition, a cash dividend of RMB0.17 ordinary per share based on 1,971 million outstanding ordinary shares totalling RMB335 million was also approved at the extraordinary general meeting. Our A Shares Shareholders of record as of August 26, 2010 were entitled to such bonus shares and cash dividend, which were distributed to such Shareholders on August 27, 2010.

Under current PRC tax laws and regulations, dividends paid by our Company to a non-PRC resident enterprise shareholder are subject to a 10% withholding tax, unless reduced by an applicable double taxation treaty, while the dividends paid to an individual holder of H Shares outside the PRC are currently exempted from PRC income tax. Details of the tax implications are set forth in Appendix VI—"Taxation and Foreign Exchange" to this prospectus.

USE OF PROCEEDS

We estimate that we will receive net proceeds from the Global Offering of approximately HK$13,672 million after deducting the underwriting fees and expenses payable by us in the Global Offering, assuming no Over-allotment Option is exercised and an Offer Price of HK$16.48 per Share, being the mid-point of the indicative Offer Price range of HK$13.98 to HK$18.98 per Share in this prospectus.

We intend to use the net proceeds we will receive from this offering for the following purposes:

- approximately 28.0%, or approximately HK$3,823 million, will be used to expand our operations and services in certain key overseas countries and regions where we intend to strengthen our presence. In particular:
    - approximately 17.1%, or approximately HK$2,335 million, will be used to strengthen our overseas distribution and service network by establishing local distribution network in not less than 50 cities across the world, and after-sales services centers and parts and components depots in Asia, North America, the Middle East, South America and Africa; and
    - approximately 10.9%, or approximately HK$1,488 million, will be used to strengthen our finance lease services overseas in regions or countries such

as Hong Kong, Australia, Italy and Russia where we have obtained the relevant licenses and/or permits, and to fund our financial lease services in certain new markets such as United States and Brazil, where we expect to obtain such licenses and/or permits, which will further enhance our overseas sales;

- approximately 45.8%, or approximately HK$6,264 million, will be used to strengthen and enhance our manufacturing capability of key products, parts and components. In particular:

  - approximately 11.6%, or approximately HK$1,588 million, will be used to establish our European research and development and assembly center at Senago, Italy, to develop and produce products other than those concrete machinery currently manufactured by CIFA, including all-terrain truck cranes, crawler cranes, truck cranes and aerial working platform, to better meet the local clients' needs. The total planned expenditure for our European research and development and assembly center is approximately RMB1,360 million, all of which will be financed by the proceeds of this Offering; and

  - approximately 34.2%, or approximately HK$4,676 million, will be used to establish manufacturing bases in Hunan Province, China, for specialty chassis and other key components;

- approximately 5.0%, or approximately HK$684 million, will be used to strengthen our research and development capabilities, develop new technologies and products, and enhance key elements of our information management system. We intend to focus our research and development efforts on the following areas: (i) developing products with better safety and reliability, higher fuel efficiency and larger capacity, (ii) improving the quality and standardization levels of the key parts and components used across our product lines, (iii) enhancing our supply chain information management systems;

- approximately 11.2%, or approximately HK$1,534 million, will be used to repay our bank borrowings, including all the loan facility in the amount of US$197.9 million, which was used to finance the acquisition of CIFA, with an interest rate of LIBOR plus 0.9%, repayable in full in September 2011; and

- approximately 10.0%, or approximately HK$1,367 million, will be used to supplement our working capital for overseas operations.

In the event that the Over-allotment Option is exercised in full, we estimate that we will receive additional net proceeds from the sale of these additional Offer Shares of approximately HK$2,074 million, after deducting the underwriting commissions and other estimated offering expenses payable by us and assuming the same initial public Offer Price as stated above. We intend to apply the additional net proceeds to the above uses in the proportions stated above.

In the event that the Offer Price is set at the low end of the proposed Offer Price range and the Over-allotment Option is not exercised at all, our Company will receive net proceeds of approximately HK$11,574 million. Under such circumstances, the net proceeds allocated to working capital will be reduced. In the event that the Offer Price is set at the low-end of the proposed Offer Price range and the Over-allotment Option is exercised in full, our Company will receive net proceeds of approximately HK$13,333 million. The additional net proceeds of approximately HK$1,760 million (when compared to the net proceeds to our Company with the Offer Price being determined at the low end of the stated range and assuming the Over-allotment Option is not exercised) will also be allocated to the above purposes on a pro rata basis.

To the extent that the net proceeds of the Global Offering are not immediately used for the purposes described above, they will be placed on deposit with licensed banks or other financial institutions.

RISK FACTORS

There are certain risks relating to an investment in our H Shares. These can be categorized into (i) risks relating to our Company; (ii) risks relating to our industry; (iii) risks relating to the PRC; and (iv) risks relating to the Global Offering. A detailed discussion of the risk factors is set forth in the section entitled "Risk Factors."

Risks Relating to Our Company

- We may be unable to effectively manage the supply and the quality of our raw materials, parts and components.

- Certain of our products are sold through independent dealers and the failure to maintain relationships with our existing dealers, attract additional dealers or effectively manage our dealers may materially and adversely affect our business.

- We provide our customers with various payment options, including credit sales, installment payments, financial guarantees and finance lease services, which expose us to additional risks and uncertainties.

- We recorded negative operating cash flow in 2008, 2009 and the six months ended June 30, 2010, as our sales of machinery products through finance lease services increased significantly. There can be no assurance that we will record positive operating cash flow in the future.

- We face risks associated with the expansion of our scale of operations globally, and if we are unable to effectively manage these risks, they could impair our ability to expand our business abroad.

- Our future growth depends in part on our ability to successfully identify and make strategic acquisitions, integrate them into our existing business operations and to establish and maintain strategic relationships. The failure to do so could have a material and adverse effect on our current and future business operations.

- Our success depends in part on our ability to enhance our manufacturing capabilities, which is subject to risks and uncertainties.

- Failure to maintain inventory levels in line with the approximate level of demand for our products could cause us to lose sales or face excess inventory risks and holding costs, either of which could have a material adverse effect on our business, financial condition and results of operations.

- Our research and development efforts may not yield the benefits that we expect and we may not be able to introduce market-leading products and maintain the competitiveness of our product offerings.

- We may not be able to protect our patents and non-patented intellectual property rights, or we may be subject to claims for the infringement of intellectual property rights of others.

- Fluctuations in foreign currency exchange rates could adversely affect our business.

- We are subject to product liability exposure which could harm our reputation and materially and adversely affect our business, financial condition and results of operations.

- If we experience a significant number of warranty claims, our costs might increase substantially, and our reputation and brand name could suffer.

- Our business depends substantially on our senior management's continuing services and our ability to maintain a skilled labor force, and our business may be severely disrupted if we were to lose the services of our management or other key personnel.

- Restrictive covenants in our Group's credit agreements could limit our financial and operating flexibility and subject us to other risks.

- Our future liquidity needs are uncertain and we may need to raise additional funds in the future, which would dilute your equity interest in our Company or increase our debt service obligations.

- We require a number of permits, licenses, registrations and certificates in order to carry on our business and the failure to obtain or maintain these permits, licenses, registrations and certificates could materially harm our business and prospects.

- A subsidiary of ours in Italy has a pending dispute with the tax authorities in Italy regarding certain tax issues and our result of operation may be adversely affected if it loses the dispute and if we are not indemnified by the previous shareholders of the subsidiary.

- Noncompliance with environmental regulations both in China and overseas markets may result in significant monetary damages, fines or even criminal liabilities as well as negative publicity and damages to our brand name and reputation.

- We may continue to engage in certain sales of products to third-party dealers for end use by countries, governments, entities, or persons targeted by economic sanctions of the United States government, which may adversely affect our reputation and prevent U.S. persons from purchasing our Shares, thereby potentially reducing our share price.

- Our largest shareholder has substantial influence over our Company and its interests may not be aligned with the interests of our other shareholders.

- We enjoy certain government grants and incentives and the expiration of, or changes to, these incentives may materially and adversely affect our business, financial position and results of operations.

- We may incur additional costs, experience manufacturing disruptions or fail to satisfy our contractual requirements if we were forced to relocate as a result of any disputes over the title or ownership rights of the properties we own or lease.

Risks Relating to Our Industry

- The industry in which we operate is highly dependent on the level and scale of construction activities which are cyclical and subject to risks, fluctuations and uncertainties beyond our control.

- We are subject to risks associated with volatility in the prices of raw materials, parts and components.

- We face competition in the industry in which we operate.

- Our business is subject to seasonal variations in demand, and our operating results may experience significant fluctuations from quarter to quarter.

Risks Relating to doing business in China

- Uncertainties with respect to the PRC legal system could have a material and adverse effect on us.

- Adverse changes in political and economic policies of the PRC government could have a material and adverse effect on the overall economic growth of China, which could in turn reduce the demand for our products, thus materially and adversely affecting our competitive position.

- Holders of H Shares may be subject to taxation in China.

- Payment of dividends is subject to restrictions under PRC laws.

- Government control of currency conversion and the fluctuation in foreign exchange rates may adversely affect the value of your investments.

- You may experience difficulties in effecting service of legal process and enforcing judgments against us, our Directors, Supervisors or senior management and to take action on the basis of violations of the Listing Rules.

- The enforcement of the new Labor Contract Law and a potential resulting increase in labor costs in the PRC may adversely affect our business and our profitability.

- We face risks related to natural disasters, acts of nature, adverse weather conditions and occurrences of epidemics in China and other place around the world, which could have a material adverse effect on our business and operations results.

Risks Relating to the Global Offering

- Our A Shares were listed in China in 2000, and the characteristics of the A share and H share markets may differ.

- There has been no public market for our H Shares prior to this Global Offering and an active trading market for our H Shares may not necessarily develop or be sustained following the Global Offering.

- The trading price for our H Shares may be volatile and the liquidity may be low, which could result in substantial losses.

- You should not rely on any information contained in press articles or other media regarding the Group and the Global Offering.

- Future sales or perceived sales of substantial amounts of our H Shares in the public market or the conversion of our A Shares to H Shares could have a material adverse effect on the prevailing market price of our H Shares and our ability to raise additional capital in the future.

- Due to a time lag of several days between the pricing and actual trading of our H Shares, investors in our H Shares are subject to the risk that the price could decline during this period before the trading of H Shares commences.

- As the Offer Price of our H Shares is higher than our net tangible book value per share, purchasers of our H Shares in the Global Offering may experience immediate dilution upon such purchases.

- Dividends declared in the past may not be indicative of our dividend policy in the future.

- The industry and statistical information in this prospectus may not be accurate.